

Delaware

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"CORPORATE PROPERTY ASSOCIATES 8, L.P., A DELAWARE LIMITED PARTNERSHIP", A DELAWARE LIMITED PARTNERSHIP,

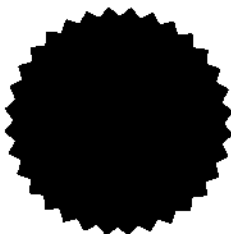
"CORPORATE PROPERTY ASSOICATES 7, L.P.", A CALIFORNIA LIMITED PARTNERSHIP,

WITH AND INTO "CORPORATE PROPERTY ASSOCIATES 9, L.P., A DELAWARE LIMITED PARTNERSHIP" UNDER THE NAME OF "CORPORATE PROPERTY ASSOCIATES 9, L.P., A DELAWARE LIMITED PARTNERSHIP", A LIMITED PARTNERSHIP ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-EIGHTH DAY OF DECEMBER, A.D. 2000, AT 9 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE THIRTY-FIRST DAY OF DECEMBER, A.D. 2000.

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Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State
AUTHENTICATION: 4628446

DATE: 03-29-06

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**CERTIFICATE OF MERGER
OF
CORPORATE PROPERTY ASSOCIATES 7, L.P.,
A CALIFORNIA LIMITED PARTNERSHIP
AND
CORPORATE PROPERTY ASSOCIATES 8, L.P.,
A DELAWARE LIMITED PARTNERSHIP
INTO
CORPORATE PROPERTY ASSOCIATES 9, L.P.,
A DELAWARE LIMITED PARTNERSHIP**

Corporate Property Associates 9, L.P., A Delaware Limited Partnership, a limited partnership organized under the Delaware Revised Uniform Limited Partnership Act (the "Act"), for the purpose of merging with other entities pursuant to Section 17-211 of the Act hereby certifies that:

1. The name and jurisdiction of formation or organization of each of the domestic limited partnerships or other business entities that are constituent entities are:

<u>Name</u>	<u>Jurisdiction</u>
Corporate Property Associates 7, L.P., A California Limited Partnership	California
Corporate Property Associates 8, L.P., A Delaware Limited Partnership	Delaware
Corporate Property Associates 9, L.P., A Delaware Limited Partnership	Delaware

2. An agreement of merger has been approved and executed by each domestic limited partnership or other business entity which is a constituent entity.
3. The name of the surviving domestic limited partnership is Corporate Property Associates 9, L.P., A Delaware Limited Partnership.
4. The merger shall be effective on December 31, 2000.
5. The agreement of merger is on file at the following place of business of the surviving domestic limited partnership: 50 Rockefeller Plaza, New York, NY 10020.
6. A copy of the agreement of merger will be furnished by Corporate Property Associates 9, L.P., A Delaware Limited Partnership, on request and without cost, to any partner of any domestic limited partnership or any person holding an interest in any other business entity which is a constituent entity.

IN WITNESS WHEREOF, this Certificate of Merger has been duly executed as of the 27th day of December, 2000, and is being filed in accordance with Section 17-211 of the Act by a general partner of the surviving domestic limited partnership thereunto duly authorized.

**CORPORATE PROPERTY ASSOCIATES 9, L.P., A
DELAWARE LIMITED PARTNERSHIP**

By: W. P. Carey & Co. LLC its General Partner

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 09:00 AM 12/28/2000
001654923 - 2175743

By: Claudio Fernandez
Name: Claudio Fernandez
Title: Executive Vice President